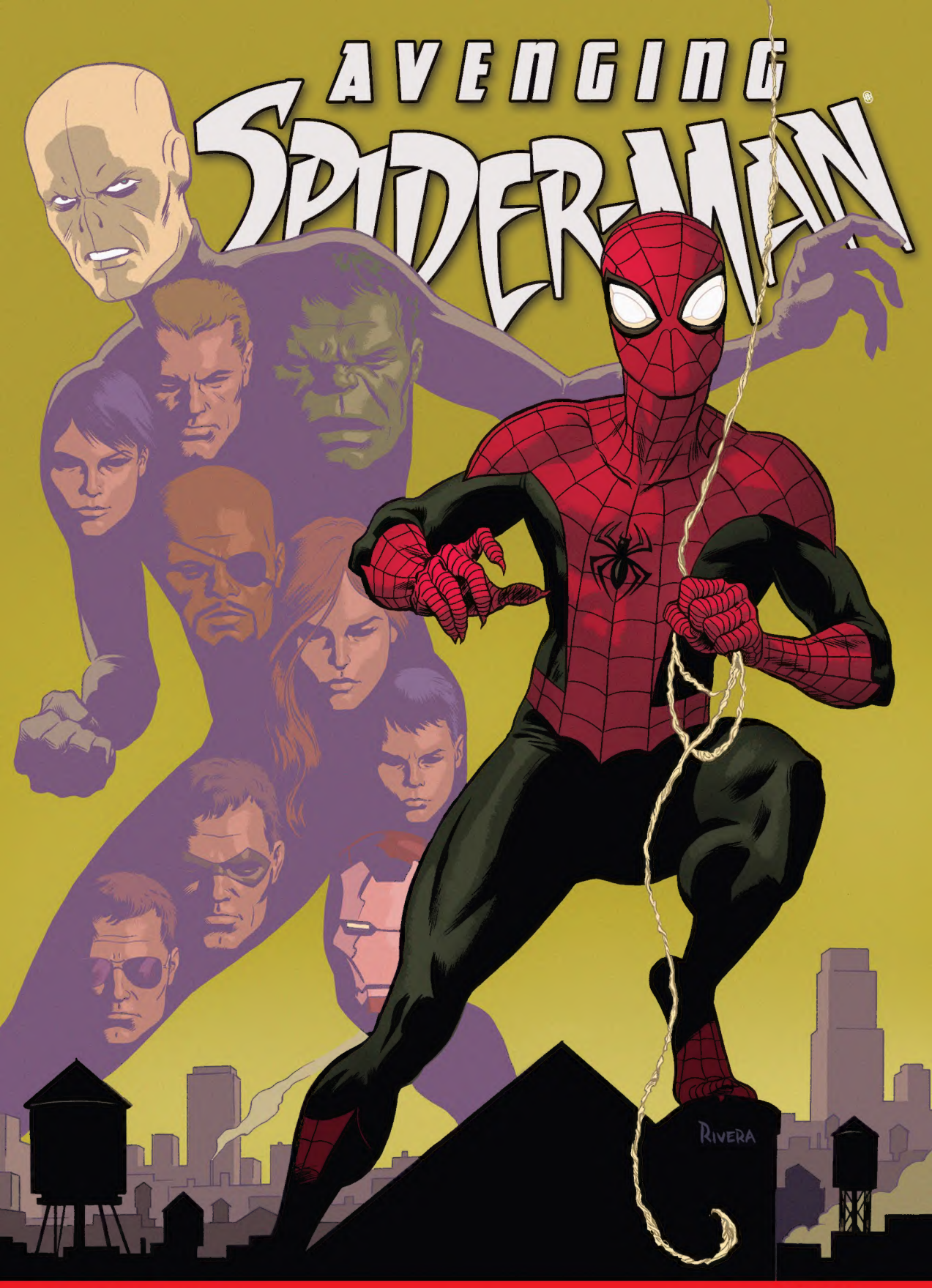

JOIN THE RE-VOLUTION

MARVEL

YOST
CHECCHETTO
ROSENBERG

021

When OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the amazing Spider-Man. The transfer gave Otto Parker's powers and his memories--namely the lesson of great responsibility. Now Otto Octavius is beginning a new life as a hero, possibly the greatest hero of all as...

THE SUPERIOR SPIDER-MAN

A former member of Doctor Octopus' Sinister Six, Dmitri Smerdyakov is a brilliant impersonator and master of disguise able to mimic the features of anyone. Devoted to a life of crime and deception, he will forever be the...

CHAMELEON

THE CHAMELEON SANCTION PART 2 OF 2

The Chameleon was detained by S.H.I.E.L.D. after Doc Ock's attempt to immolate a part of the world with the sun's rays. He has secrets that are crucial to the Russian government, who have hired The Saints to eliminate him.

Coincidentally, the Superior Spider-Man made his way on to the S.H.I.E.L.D. Helicarrier to free Chameleon for his own purposes. Using his Spider-Bots, he shut down the power, just as The Saints simultaneously attacked. Spider-Man made his way to Chameleon's cell, where he found himself stuck between The Saints and the Hulk.

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S.H.I.E.L.D. Helicarrier Iliao.
SOMEWHERE OVER THE NORTHEAST UNITED STATES.
SOMEBODY TALK TO ME!
RESERVE POWER IS ONLINE! ENGINES ARE STABLE!
WHAT THE HELL SHUT US DOWN?
DIRECTOR HILL! THIS IS COULSON ON C-DECK! WE'VE GOT HOSTILES ON MULTIPLE LEVELS!
WHO?!
RUSSIAN BY THE LOOK OF THEM, TWO OF THEM WERE ENHANCED, IN COSTUMES.
WIDOW AND HAWKEYE ARE ENGAGING.
SO AM I.
WILL YOU GET OFF THE DAMN RADIO?!
FURY, TOO.
MARIA...WE JUST GOT WORD, THE POWER LOSS WAS VERY SPECIFIC. IT DIDN'T IMPACT THE HOLDING CELLS, BUT THE INTERROGATION ROOMS WENT DOWN.
THE CHAMELEON ESCAPED.
IS IT CONNECTED?
UNKNOWN. OH, AND SPIDER-MAN IS WANDERING AROUND SOMEWHERE.
WONDERFUL.
CAN THIS GET ANY WORSE?

ROOOAAR!

WELL, THIS SOMEHOW GOT WORSE.

THE PLAN WAS TO GET *IN*, GET THE CHAMELEON AND GET *OUT*.

AVENGERS, RUSSIAN ASSASSINS AND THE INCREDIBLE HULK ARE DECIDEDLY *OFF PLAN*.

HEHN!

I DON'T HAVE TIME FOR THIS.

CHAMELEON IS IN HERE SOMEWHERE, NO DOUBT TRYING TO FIND HIS OWN WAY OFF THE HELICARRIER.

IF HE ESCAPES... IF HE KILLS AGAIN...IT'S ON MY--

HMM.

THIS COULD BE A PROBLEM.

THE RUSSIAN'S DEATH GRIP...COULD IT BE ENOUGH TO KILL THE HULK?

AN INTERESTING DILEMMA. DO I SAVE THE HULK'S LIFE? THE BRUTISH MONSTER IS NO HERO, NOT LIKE ME.

THE *MORE* HEROIC THING MIGHT BE TO LET THE CREATURE GET PUT OUT OF ITS MISERY, POTENTIALLY *SAVING* LIVES FROM HIS RAGE.

AH. NEVER MIND.

THE DEBATE HAS JUST BEEN RENDERED MOOT.

MUCH LIKE THAT RUSSIAN'S HEAD.

<BORIS TO TRANSPORT.>

<FIRE ON MY LOCATION. *NOW*.>

TRANSLATED FROM RUSSIAN.

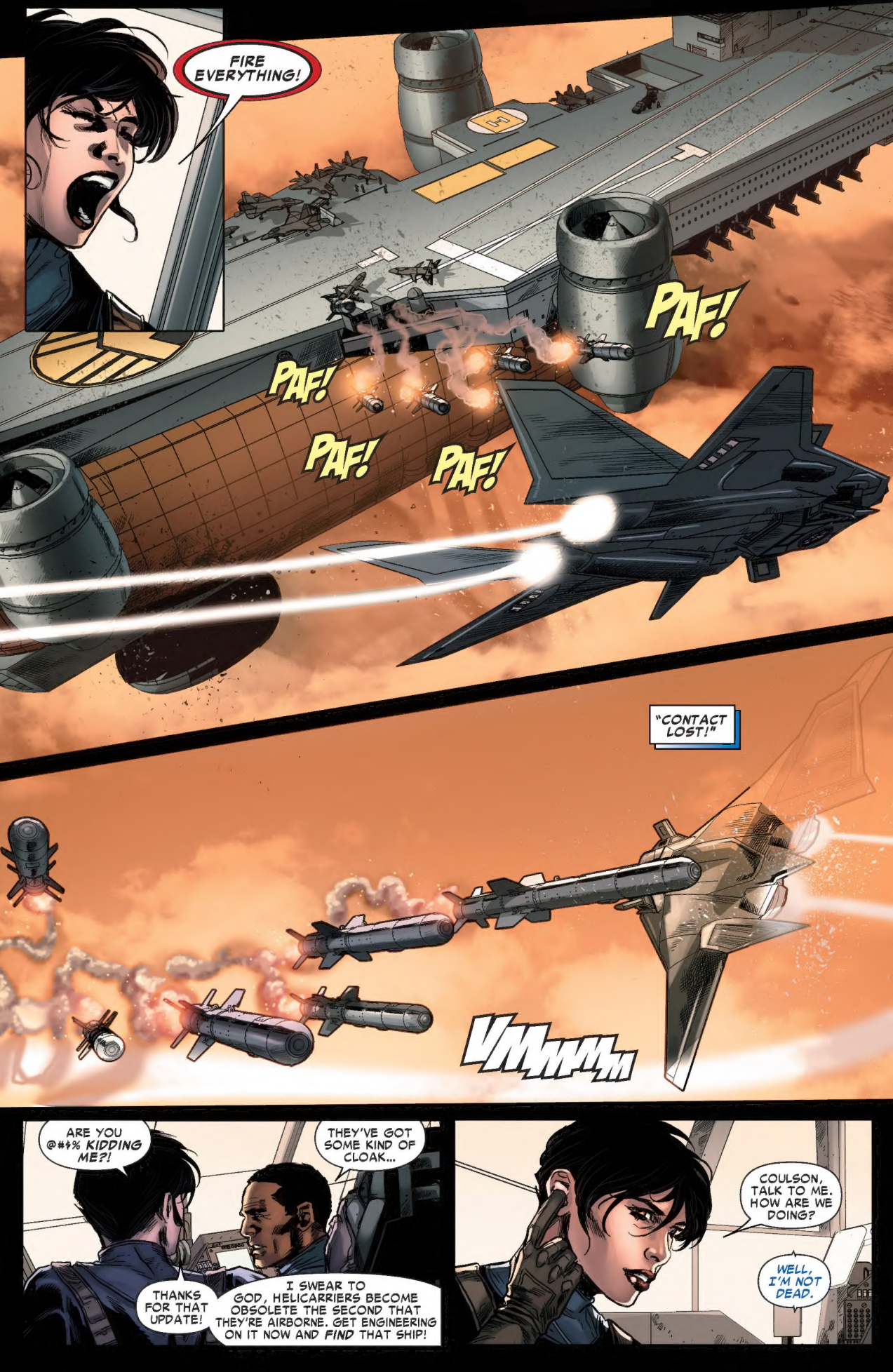
AND AT THAT, MY SPIDER-SENSE *EXPLODES*...

HULK

BOOM!
...ALONG WITH THE REST OF THE WORLD.
THE HELICARRIER IS BEING FIRED UPON.
MY LENSES ARE GETTING ODD ENERGY READINGS, THEY BEGIN ANALYZING... WHILE I FOCUS ON THE MATTERS AT HAND.
THE SAINTS HOLD ON, THEY WERE PREPARED.
THE HULK...
...WAS LESS PREPARED.
WELL, ON THE BRIGHT SIDE...

...IT IS ONE LESS COMPLICATION.
NOW TO DEAL WITH--
YOUR TURN, HERO.
OOF!
SPIDER-SENSE IS MUCH LESS USEFUL WHEN IT'S ALWAYS GOING OFF!
UHN!
CRACK!
YOU HAVE STOOD IN OUR WAY, MAN OF SPIDERS.
WE DELIVER YOU NOW UNTO HEAVEN.
KLANG!
WHO--?!

SPIDER-MAN.
NEXT TIME YOU MIGHT WANT TO MOVE, MY DEPTH PERCEPTION ISN'T WHAT IT USED TO BE.
AND WHEN THIS IS OVER, YOU CAN TELL ME WHAT YOU WERE DOING DOWN HERE.
FURY KNOWS SOMETHING IS WRONG.
BUT THAT'S A PROBLEM FOR ANOTHER MOMENT.
UHN!
ANY IDEA WHO THESE PEOPLE ARE?
I WAS KIND OF HOPING YOU KNEW.
THESE DISTRACTIONS ARE BUT AN ANNOYANCE.
CHAMELEON IS ALL THAT MATTERS NOW.
<GLEB... I HAVE HIM.>
<GLEB...


FIRE EVERYTHING!
PAF!
PAF!
PAF!
PAF!
"CONTACT LOST!"
VMMMMM
ARE YOU @#$% KIDDING ME?!
THEY'VE GOT SOME KIND OF CLOAK...
THANKS FOR THAT UPDATE!
I SWEAR TO GOD, HELICARRIERS BECOME OBSOLETE THE SECOND THAT THEY'RE AIRBORNE. GET ENGINEERING ON IT NOW AND *FIND* THAT SHIP!
COULSON, TALK TO ME. HOW ARE WE DOING?
WELL, I'M NOT DEAD.

SO, BAD THEN.
THAT HURTS, MARIA.
GIVE ME SOME GOOD NEWS.
I THINK I HEARD THE HULK A FEW MINUTES AGO.
NOW YOU'RE JUST MESSING WITH ME.
YOU KNOW ME SO WELL.
ENGAGING HOSTILES NOW, I'LL LET YOU KNOW WHEN IT'S CLEAR.
BLAM! BLAM! BLAM!
UHN!
<WHO ARE YOU?!>
<YOU'LL FIND OUT SOON ENOUGH, TRAITOR. YOU'RE ON THE LIST.>
<I AM ON MANY LISTS. YOU NEED TO BE MORE SPECIFIC.>
ZZRK!
NYEARGH!
GET CLEAR!
EVERYONE, KEEP MOVING!
YOU...

"WIDOW."
(CHAMELEON, YOU KNOW ME.)
(AND I KNOW WHAT YOU WISH TO KEEP HIDDEN.)
(THINGS YOU'VE KEPT-- EVEN FROM THE KRAVINOFF FAMILY.)
...
BLACK WIDOW!
I NEED YOUR HELP!
REPENT!
WHAT--?!
HURK!
AND, BACK TO SQUARE ONE.
WONDERFUL.

UHN!
YOU'RE WELCOME TO FALL DOWN ANYTIME YOU WANT.
DO YOU BELIEVE PAIN CAN STOP US? MY BROTHER AND I WERE ORDAINED BY GOD TO KILL FOR HIM.
YOU ARE NOTHING TO--
EH?
YOU.
OH, DAMN.
THE RUSSIAN, HE SEES SOMEONE...THAT S.H.I.E.L.D. DOCTOR...
...
THAT'S NOT A DOCTOR. THE RUSSIANS, THEY'VE COME FOR THE CHAMELEON.
THEY'VE COME TO KILL HIM.
OF ALL THE IMPROBABLE-- OF ALL THE DAYS TO--TO--
ARGH!
I HATE THIS PARKER LUCK!

THE CHAMELEON HAS COMMITTED CRIMES AGAINST THE RUSSIAN PEOPLE, AND AGAINST GOD.
HE WILL BURN FOR HIS SINS, AND YOU WOULD SAVE HIM?
THEN YOU WILL BURN AS WE--
?
THOK!
YOU CAME HERE TO KILL THE CHAMELEON?
AND TO THINK I WAS ACTUALLY WORRIED FOR A MINUTE.
TIC TIC BOOM.
BOOM!
WHO WOULD WANT THE CHAMELEON DEAD THIS MUCH?
SO MUCH THAT THEY'D RISK A WAR?
HE KNOWS SECRETS THAT MANY IN THE RUSSIAN GOVERNMENT WOULD PREFER KEPT THAT WAY.
THERE ARE SECRETS, AND THERE ARE SECRETS.
HANG ON... WE'VE GOT INCOMING... A MISSILE...SURFACE TO AIR, COMING IN FAST--

PUNY RUSSIANS.

HULK SMASH!
LORD!
HOLY--
YOU NEVER GET USED TO IT, EITHER.
HONESTLY, I'M MORE IMPRESSED THAT YOU'VE LIVED TO SEE IT MORE THAN ONCE.
NEED TO CREATE SOME SPACE IF I'M GOING TO GET THE CHAMELEON OUT OF HERE.
SSS...
CHAMEEELEEOOOONNN...
UHN!
NYEAAA!
OR AT LEAST, OUT OF HERE ALIVE.

OOF!
THUD!
COME NOW...
...IS THAT ANY WAY TO TREAT A S.H.I.E.L.D. PSYCHOLOGIST?
SHUT UP! YOU KILLED THOSE MEN...
I DIDN'T KILL ANYBODY. BUT YOU SEEM VERY ANGRY, SPIDER-MAN.
WHAM!
TAKE IT OFF!
DO YOU WANT TO TALK ABOUT THIS?
TAKE IT OFF!
SLASH!
UHN!
WHAT HAPPENED TO YOU, CHAMELEON?
YOU NEVER USED TO BE LIKE THIS!
LIKE WHAT?
SPIDER-SENSE... SOMETHING'S COMING.
I THINK "SICK" IS THE WORD YOU'RE LOOKING FOR, SPIDER-MAN.

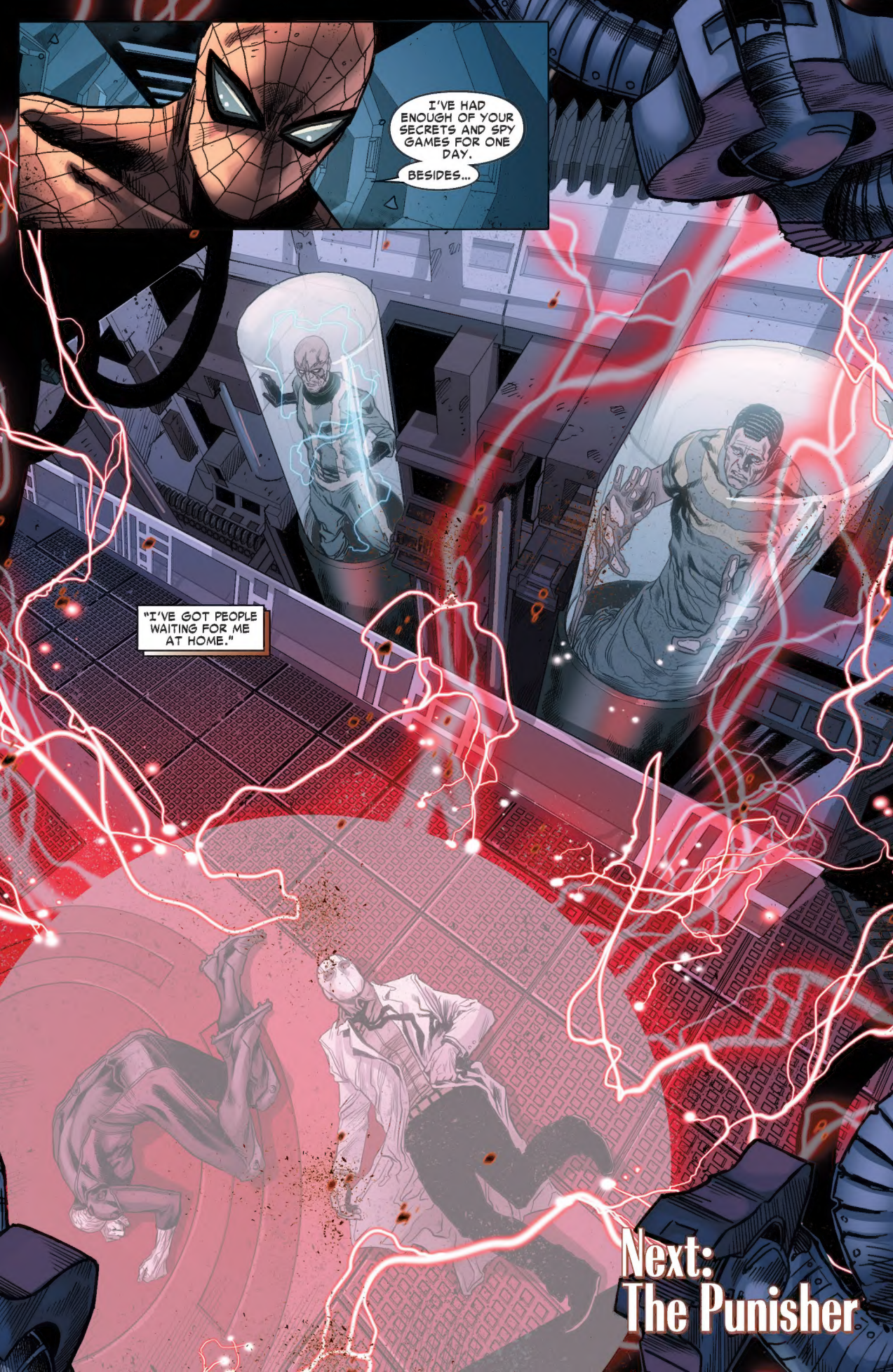
AND I DON'T LIKE THAT ONE BIT.
NYEARGHH!
STUPID...LET MYSELF GET DISTRACTED, FORGOT HOW DANGEROUS CHAMELEON CAN BE.
WHY ARE YOU EVEN HERE?
TO CHECK UP ON ME? TO SAVE ME?
YOU PUT ME HERE!
YOU... THE OTHERS... YOU'RE MY RESPONSIBILITY...
WHEN YOU'RE NOBODY, YOU'RE RESPONSIBLE FOR NOTHING.
MAYBE WHEN I CUT YOUR FACE OFF AND WEAR YOUR SKIN, WHEN I WALK OUT OF HERE WEARING YOUR COSTUME, MAYBE THEN I'LL KNOW WHAT YOU'RE TALKING ABOUT.
MAYBE THEN I'LL--
THERE'S SOMEBODY BEHIND ME, ISN'T THERE?
SINNER.
AAAAHH!

THWIP!
THAT DOES IT.
I'VE HAD ENOUGH OF RUSSIANS TODAY.
I'VE HAD ENOUGH OF MY PLANS BEING INTERFERED WITH.
AND I WILL!
NOT!
STAND FOR IT!
ALTHOUGH I DO NOW REGRET BREAKING HIS MASK.
I'M NOT EVEN POSITIVE THIS CREATURE IS ALIVE.
HNNN!
HIS TOUCH BURNS...
...BUT SO DOES MINE.

THE DIFFERENCE?
WHAM!
I'M THE SUPERIOR SPIDER-MAN.
LOOKS LIKE I OWE YOU MY LIFE.
THAT'S WHERE YOU'RE WRONG, CHAMELEON.
YOUR LIFE IS MINE NOW.
UHN!
CRACK!
HMPH.
THIS WAS MUCH SIMPLER WHEN I WAS GOING TO BLAME A.I.M. FOR THE ATTACK AND SMUGGLE CHAMELEON OUT IN AN ESCAPE POD.
I'VE GOT ABOUT A MINUTE BEFORE FURY AND THE AVENGERS CATCH UP TO ME AND--
HELLO, WHAT'S THIS?
I'LL TELL YOU.
THE GREATEST ESCAPE IN THE HISTORY OF THE WORLD!

FREEZE!
NO... NO!
VMMM!
WHAT THE HELL HAPPENED?!
CHAMELEON... HE TOOK HIM. THE ZOMBIE GOT THE DROP ON ME... THEY TELEPORTED OUT.
VT!
WHERE?
THERE'S AN ENERGY SIGNATURE FROM THE TELEPORTATION TECH...
IT'S JUST REAPPEARED ABOUT 100 YARDS OFF YOUR STARBOARD SIDE.
THEIR SHIP.
FURY TO DIRECTOR HILL.
SPIDER-MAN HAS SOMETHING TO TELL YOU.

LOCK IN COORDINATES... ON MY MARK...
"FIRE!"
WELL. THAT MUST HAVE BEEN SOMETHING.
I STILL DON'T BELIEVE IT.
ALL THIS FOR THE CHAMELEON?!
WELL, WHATEVER SECRETS HE HAD, THEY JUST WENT UP IN FLAMES WITH HIM.
COME ON, WEB-SLINGER. WE'LL GET YOU PATCHED UP.
I DON'T THINK SO.


I'VE HAD ENOUGH OF YOUR SECRETS AND SPY GAMES FOR ONE DAY.
BESIDES...
"I'VE GOT PEOPLE WAITING FOR ME AT HOME."
Next:
The Punisher